

Washington, D.C. 20549 FORM D

NOTICE OF SALE OF SECURITIES

November 30, 2001 Estimated average burden hours per response 16.00

SEC USE ONLY Serial DATE RECEIVED

PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR**

UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering: (check if this is an amendment and name has changed, and indicate change.) 70,000 Non-Voting Units of Limited Liability Company Ownership Interest; \$1,000 Per Unit	1145979
	Section 4(6) ULOE
Type of Filing: New Filing	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) International Timing Fund, LLC	•
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
5623 Marsh Bay Drive, Wilmington, NC 28409	910-392-3863
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
Private investment fund	JUL 24 2003
	THOMSON
Type of Business Organization Corporation Ilimited partnership, already formed business trust Ilimited partnership, to be formed	other (please specify): limited liability company
Actual or Estimated Date of Incorporation or Organization: Month Year	Actual Estimated

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (2-99) 1 of 8

		rate issuers and of corporate	e general and managing par	tners of partnershi	p issuers: and
Each general and manage	ing partner of partner				
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if inc	lividual)				
International Equity Advisers					
Business or Residence Address 5623 Marsh Bay Drive, Wiln	,	eet, City, State, Zip code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Number and Stre	eet, City, State, Zip code)			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Number and Stre	eet, City, State, Zip code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				<u> </u>
Business or Residence Address	(Number and Stre	eet, City, State, Zip code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Number and Stre	et, City, State, Zip code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)			., ., ., ., ., ., ., ., ., ., ., ., ., .	
Business or Residence Address	(Number and Stre	et, City, State, Zip code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
full Name (Last name first, if ind	ividual)	1		- No	
Business or Residence Address	(Number and Stre	et, City, State, Zip code)			
	(Use blank sheet, o	r copy and use additional c	opies of this sheet, as neces	ssary)	
LC-11063-11-228372-01					

2. Enter the information requested for the following:

Each promoter of the issuer, if the issuer has been organized within the past five years:

	Yes	No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	\boxtimes	
Answer also in Appendix, Column 2, if filing under ULOE.		
2. What is the minimum investment that will be accepted from any individual?	20,000	0.00
	Yes	No
3. Does the offering permit joint ownership of a single unit?	\boxtimes	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such broker or dealer, you may set forth the information for that broker or dealer only.		
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
(Check "All States" or check individual States		All States
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [HI] MS] OR] WY]	[ID] [MO] [PA] [PR]
Full Name (Last name first, if individual)		-
Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
(Check "All States" or check individual States		All States
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI]	[HI] [MS] [OR] [WY]	[MO [PA
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States	(, 11 -)	A 11 Ca -
(Check "All States" or check individual States	لللا	All States
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MN] [MN] [NC] [ND] [OH] [OK] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI]	[HI] [MS] [OR]	[ID [MO [PA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\subseteq \) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	one to one hange and anotaey enorminged.		Aggregate		Amount Already
	Type of Security		Offering Price		Sold
	Debt	-	0	\$	0
	Equity	\$_	0	\$	0
	☐ Common ☐ Preferred				
	Convertible Securities (including warrants)	-	0	\$	0
	Partnership Interests		0	\$	0
	Other (Specify <u>LLC Interests</u>)			. \$	1,452,000.00
	Total	\$ _	70,000,000.00	. \$	1,452,000.00
2.	Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				Aggregate
			Number Investors		Dollar Amount of Purchases
	Accredited Investors		5	\$	1,252,000.00
	Non-accredited Investors	_	1	\$	200,000.00
	Total (for filings under Rule 504 only)	_	0	\$	0
	Answer also in Appendix, Column 4, if filing under ULOE.	-			
	If the filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in part C – Question 1.		Type of		Dollar Amount
	Type of offering		Security		Sold
	Rule 505	_		\$	
	Regulation A			\$	
	Rule 504	_		\$	
	Total	_		\$	
4.					
	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees			\$	
	securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees			\$	
	securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees			\$	
	securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees			\$	
	securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees			\$.	
	securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees			\$ _ \$ _ \$ _	
	securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees			\$ _ \$ _ \$ _	
	securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees. Sales Commissions (specify finders' fees separately)			\$ _ \$ _ \$ _	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	Ouestion 1 and total expenses furnish	eggregate offering price given in response to Part C - Question 4.a. ls to the issuer."	This				\$_	70,000,000.00
5.	proposed to be used for each of purpose is not known, furnish an	adjusted gross proceeds to the issuer u the purposes shown. If the amount for estimate and check the box to the left is listed must equal the adjusted gross property Part C – Question 4.b above.	or any of the		Payments to Officers, Directors, & Affiliates			Payments to Others
	Salaries and fees (management and c	eustodial fees - estimate)	\boxtimes	\$_	1,960,000.00	\boxtimes	s _	1,400,000.00
	Purchase of real estate			\$			\$	
		ion of machinery and equipment					\$	
	Construction or leasing of plant building	gs and facilities		\$			\$	
	Acquisition of other businesses (includ	ing the valued of securities involved in this of sets or securities of another issuer pursuant to	ffering					
	- ,			_				
							\$_	· · · · · · · · · · · · · · · · · · ·
	Working capital			\$_			\$_	
	Other (specify): <u>Investment in Securi</u>	ities		\$_		\boxtimes	\$_	66,640,000.00
				\$_			\$_	
	Column Totals		🛛	\$_	1,960,000.00	\boxtimes	\$ _	1,448,790.05
	· ` `	dded)					0,00	
		D. FEDERAL SIGNATUR						
sigr	e issuer has duly caused this notice to be nature constitutes an undertaking by that		E person. If the Exchange Co	is no	ssion, upon writt		505	
sigr info	e issuer has duly caused this notice to be nature constitutes an undertaking by that	D. FEDERAL SIGNATUR signed by the undersigned duly authorized p issuer to furnish to the U.S. Securities and E	erson. If the exchange Cob)(2) of Rule	is no mmi e 502	ssion, upon writt	ten req	505 uest	
sigr info	e issuer has duly caused this notice to be nature constitutes an undertaking by that ormation furnished by the issuer to any notice (Print or Type)	D. FEDERAL SIGNATUR signed by the undersigned duly authorized p issuer to furnish to the U.S. Securities and E on-accredited investor pursuant to paragraph (Signature International Equator Advisor	erson. If the exchange Cob)(2) of Rule	is no mmi e 502	ssion, upon writt	ten req	505 uest	of its staff, the
sigr info	e issuer has duly caused this notice to be nature constitutes an undertaking by that ormation furnished by the issuer to any notice (Print or Type) International Timing Fund, LLC	D. FEDERAL SIGNATUR signed by the undersigned duly authorized p issuer to furnish to the U.S. Securities and E on-accredited investor pursuant to paragraph (Signature International Equity Advisor By:	erson. If the exchange Cob)(2) of Rule	is no mmi e 502	ssion, upon writt	ten req	505 uest	of its staff
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sigr info	e issuer has duly caused this notice to be nature constitutes an undertaking by that ormation furnished by the issuer to any notice (Print or Type) International Timing Fund, LLC me of Signer (Print or Type)	D. FEDERAL SIGNATUR signed by the undersigned duly authorized p issuer to furnish to the U.S. Securities and E on-accredited investor pursuant to paragraph (Signature International Equat. Advisor By: Title of Signer (Print or Type)	erson. If the exchange Cob)(2) of Rule	is no mmi e 502	ssion, upon writt	ten req	505 uest	of its staff, th
sigr info	e issuer has duly caused this notice to be nature constitutes an undertaking by that ormation furnished by the issuer to any notice (Print or Type) International Timing Fund, LLC me of Signer (Print or Type)	D. FEDERAL SIGNATUR signed by the undersigned duly authorized p issuer to furnish to the U.S. Securities and E on-accredited investor pursuant to paragraph (Signature International Equat. Advisor By: Title of Signer (Print or Type)	erson. If the exchange Cob)(2) of Rule	is no mmi e 502	ssion, upon writt	ten req	505 uest	of its staff, the
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sigr info Issu	e issuer has duly caused this notice to be nature constitutes an undertaking by that ormation furnished by the issuer to any notice (Print or Type) International Timing Fund, LLC me of Signer (Print or Type)	D. FEDERAL SIGNATUR signed by the undersigned duly authorized p issuer to furnish to the U.S. Securities and E on-accredited investor pursuant to paragraph (Signature International Equat. Advisor By: Title of Signer (Print or Type)	erson. If the exchange Cob)(2) of Rule	is no mmi e 502	ssion, upon writt	ten req	505 uest	of its staff, the

APP	END	$\mathbf{L}Z$

1		2	3		4					
	Intend to r	to sell non- edited tors in Part B—	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Vaa	Na		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
State AL	Yes	No		investors	Amount	Investors	Allount	1 es	INO	
AK				***************************************						
AZ	_									
AR								 		
CA									ļ	
СО										
СТ										
DE				·						
DC										
FL										
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					APPENDIX				
1		2	3			4			5
	to r accre inves State (to sell non- edited tors in Part B— n 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ	Х		\$325,000.00 (LLC interests)	1	\$325,000.00				X
NM									
NY									
NC									×
ND									
ОН									
OK									
OR	Х		\$294,000.00 (LLC interests)	1	\$294,000.00				×
PA	. X		\$400,000.00 (LLC interests)	1	\$400,000.00				×
RI									
SC									
SD									
TN			_						
TX									
UT									
VT									
VA	Х		\$233,000.00 (LLC interests)		\$233,000.00				X
WA									
wv									
WI	Х		\$200,000.00 (LLC interests)			1	\$200,000.00		Х
WY									

FORM U-2 —UNIFORM CONSENT TO SERVICE OF PROCESS

FORM U-2 —UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned __International Timing Fund, LLC __, (a corporation), (a partnership), a

(_Iimited liability company_) organized under the laws of _North Carolina_, or (an individual). [strike out inapplicable nomenclature] for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

	······································	International Equ	iity Adviso	ors, LLC	
		5623 Marsh Bay Drive	,	ton, NC 28409	
Place	an "X" before the nar	nes of all the States for which the	person execu	ting this form is ap	pointing the designated Officer of
that S	State as its attorney in	that State for receipt of service of p	process:		
_	ALABAMA ALASKA	Secretary of State. Administrator of the		FLORIDA	Department of Banking and Finance.
	ALASKA	Division of Banking and		GEORGIA	Commissioner of Securities
		Corporations, Department of Commerce and Economic Development.	_	GUAM	Administrator, Department of Finance.
	ARIZONA	The Corporation Commission.	_	HAWAII	Commissioner of Securities
	ARKANSAS	The Securities Commissioner.		IDAHO	Director, Department of Finance.
	CALIFORNIA			ILLINOIS	Secretary of State.
_	CALIFORNIA	Commissioner of Corporations		INDIANA	Secretary of State.
_	COLORADO	Securities Commissioner.			
	CONNECTICUT	Banking Commissioner.			(Rev. 1991)
			_	IOWA	Commissioner of Insurance
	DELAWARE	Securities Commissioner.		KANSAS	Secretary of State.
_	DISTRICT OF COLUMBIA	Public Service Commission		KENTUCKY	Director, Division of Securities.

SEC-10639-13-189758-01

CORPORATE ACKNOWLEDGMENT

State of North Carolina)
County of New Hancyle) ss. On this 20th day of July 2001 before me Katherine C. Ryan the undersigned officer, personally appeared known personally to me to be the Manager of the above named limited liability company and acknowledged that he. as an officer being authorized so to do. executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by him as an officer. IN WITNESS WHEREOF I have hereunto set my hand and official seal. Notary Public, North Carolina County of New Hannes My Commission Expires (SEAL) Katherine C. Ryan INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT State or Province of ______)
County of ______) ss. On this _____ day of _______, 19___ before me, _____ the undersigned officer, personally appeared personally known and known to me to be the same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth. IN WITNESS WHEREOF I have hereunto set my hand and official seal. Notary Public/Commissioner of Oaths (SEAL) My Commission Expires _____

(Rev. 1991)

INSTRUCTIONS TO FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

- 1. The name of the issuer is to be inserted in the blank space on line 1 of Uniform Form U-2 ("Form").
- 2. The type of person executing the Form is to be described by striking out the inapplicable nomenclature in lines 2-4 and, if appropriate, by inserting a description of the person in the blank space provided on line 2 of the Form.
- 3. The name of the jurisdiction under which the issuer was formed or is to be formed is to be inserted in the blank space on line 3 of the Form.
- 4. The person to whom a copy of any notice, process or pleading which is served pursuant to the Consent to Service of Process is to be inserted in the appropriate blank spaces at the end of page 1 of the Form.
- 5. An "X" is to be placed in the space before the names of all States which the person executing this Form lawfully is appointing the officer of each State so designated on the Form as its attorney in that State for receipt of service of process.
- 6. A manually signed Form must be filed with each State requiring a Consent to Service of Process on Form U-2 at the office so designated by the laws or regulations of that State and must be accompanied by the exact filing fee, if any.
- 7. The Form must be signed by the issuer. If the issuer is a corporation, it should be signed in the name of the corporation by an executive officer duly authorized; if a partnership, it should be signed in the name of the partnership by a general partner; and if an unincorporated association or other organization which is not a partnership, the Form should be signed in the name of such organization by a person responsible for the direction or management of its affairs.
- If the Form is mailed, it is advisable to send it by registered or certified mail, postage prepaid, return receipt requested.

(Rev. 1991)